

MORITT HOCK & HAMROFF LLP

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James P. Chou

Ted A. Berkowitz

Danielle J. Marlow

*Proposed Special Conflicts Counsel to the Official Committee
of Unsecured Creditors of Sears Holding Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.	:	Case No. 18-23538 (RDD)
Debtors.¹	:	(Jointly Administered)

**DECLARATION OF JAMES P. CHOU IN SUPPORT OF THE APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SEARS HOLDINGS
CORPORATION, ET AL. TO RETAIN AND EMPLOY MORITT HOCK
& HAMROFF LLP AS SPECIAL CONFLICTS COUNSEL,
EFFECTIVE NUNC PRO TUNC TO JANUARY 2, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Under 28 U.S.C. § 1746, I, James P. Chou, declare as follows under the penalty of perjury:

1. I am an attorney admitted to practice in the State of New York and before the United States District Court for each of the Southern and Eastern Districts of New York, and the Second Circuit.

2. I am a partner at the firm Moritt Hock & Hamroff LLP (“Moritt Hock”). Moritt Hock maintains offices at 1407 Broadway, 39th Floor, New York, New York 10018 and additional offices in Garden City, New York. There are no disciplinary proceedings pending against me.

3. I am familiar with the matters set forth herein and make this declaration (the “Declaration”) in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”) authorizing and approving the Creditors’ Committee’s retention and employment of Moritt Hock as special conflicts counsel to the Creditors’ Committee effective *nunc pro tunc* to January 2, 2020.

4. On October 24, 2018, pursuant to section 1102 of title 11 of the United States Code (the “Bankruptcy Code”), the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Creditors’ Committee [ECF No. 276]. The Creditors’ Committee currently comprises: (i) Apex Tool Group, LLC; (ii) Brixmor Operating Partnership, L.P.; (iii) Computershare Trust Company, N.A., as indenture trustee; (iv) Oswaldo Cruz; (v) Pension Benefit Guaranty Corporation; (vi) Simon Property Group L.P.; (vii) The Bank of New York Mellon Trust Company, N.A., as indenture trustee; and

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

(viii) Winiadaewoo Electronics America, Inc. On December 10, 2018, the Bankruptcy Court entered an order authorizing the Creditors' Committee to retain and employ Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") to serve as its counsel [ECF No. 1107]. On December 18, 2018, the Bankruptcy Court entered orders authorizing the Creditors' Committee to retain (i) FTI Consulting, Inc., to serve as its financial advisor, *nunc pro tunc* to October 25, 2018 [ECF No. 1325], and (ii) Houlihan Lokey Capital, Inc. to provide investment banking services, *nunc pro tunc* to October 29, 2018 [ECF No. 1326].

5. I am not, nor is Moritt Hock, an insider of the Debtors.

6. To the best of my knowledge and information, no partner or employee of Moritt Hock has been, within two years from the Petition Date, a director, officer or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

7. Moritt Hock does not have an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

8. Moritt Hock does not currently represent the Debtors or, to the best of my knowledge and information, any of their related parties, affiliates, partners, or subsidiaries. Moreover, Moritt Hock will not undertake the representation of any party other than the Creditors' Committee in connection with the Chapter 11 Cases.

9. To the best of my knowledge and information, Moritt Hock neither holds nor represents any interest adverse to the Creditors' Committee, the Debtors, their creditors or other parties in interest or their respective attorneys in connection with the Chapter 11 Cases. Based upon information available to me, I believe that Moritt Hock is a "disinterested person" within the meaning of Bankruptcy Code section 101(14).

10. In preparing this Declaration, through my colleagues, I submitted to Moritt Hock's conflicts check process (the "Conflict Check Process") the names set forth on a list of parties in interest including (i) the Debtors and their affiliates; (ii) the Debtors' trade names and aliases; (iii) a list of parties that were or who have knowledge of people who were shareholders of Sears Holdings Corp. at or around the time of the Lands' End Spin-Off and the Seritage Rights Offering (as such terms are defined in the Amended Complaint [ECF No. 52] filed in the Adversary Proceeding, Case No. 19-08250 (RDD) (the "Adversary Proceeding") that pose a conflict to Akin Gump (the "Discovery Targets"); (iv) named defendants in the Adversary Proceeding; (v) the Debtors' professionals; (vi) Board of Directors; (vii) the Lenders; (viii) a consolidated list of the holders of the five largest secured claims; (ix) the top 40 unsecured creditors; (x) the members of the Creditors' Committee and known professionals; (xi) U.S. Trustee's Office; (xii) New York Bankruptcy Judges and staff; (xiii) Indenture Trustee and Entities related to the administration of Notes; (xiv) Cyrus Capital Partners, L.P., and its attorneys, Milbank, Tweed, Hadley & McCloy LLP; (xv) Barclays Capital and its attorneys, Kramer Levin Naftalis & Frankel LLP; (xvi) Omega Advisors Inc. and its attorneys, Quinn Emanuel Urquhart & Sullivan LLP; and (xvii) Och-Ziff Capital Structure Arbitrage Master Fund, Ltd. and its attorneys, Stroock & Stroock & Lavan LLP. A list of the Searched Parties is annexed hereto as Schedule 1.

11. The Conflict Check Process maintained by Moritt Hock is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of certain related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is Moritt Hock's policy that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict

Check Process the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Moritt Hock maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

Representation of Parties in Interest

12. Set forth in Schedule 2 annexed hereto is a listing of those parties from Schedule 1 that Moritt Hock either (i) currently represents (or represents a related party thereto) (the “Current Clients”) in matters wholly unrelated to the Chapter 11 Cases, or (ii) in the past represented (or represented a related party thereto) in matters wholly unrelated to the Chapter 11 Cases.

**Connections with Members of the Official Committee
of Unsecured Creditors and its Professionals**

13. Moritt Hock in the past represented Bank of New York Mellon in matters wholly unrelated to the Chapter 11 Cases.

Other Connections and General Disclosures

14. Moritt Hock performed general diligence to determine any connections beyond what is disclosed in the attached schedules. Moritt Hock may have represented in the past and/or currently may represent or in the future represent entities (other than parties in the attached schedules) not known currently to Moritt Hock in matters wholly unrelated to the Chapter 11 Cases who may be parties in interest in these cases. To the extent that Moritt Hock discovers any such information or needs to update the information disclosed herein, Moritt Hock will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

15. In addition to the foregoing, after reasonable inquiry, I do not believe there is any connection between Moritt Hock and the U.S. Trustee or any person known by me to be employed as an attorney with the office of such U.S. Trustee.

16. It is possible that a professionally managed retirement plan on behalf of Moritt Hock employees or members of a 401(k)-type plan may hold equity interests in or other securities of the Debtors, but it is unknown to me at this time.

17. None of Moritt Hock's representations of creditors or other parties in interest who are involved in these Chapter 11 Cases comprises a material component of Moritt Hock's practice, nor does Moritt Hock currently represent such parties on any issue relating to these Chapter 11 Cases. For the reasons stated herein, Moritt Hock represents no interests adverse to the Debtors' individual creditors or the Creditors' Committee and, therefore, is capable of fulfilling its duties to the Creditors' Committee.

Compensation

18. Moritt Hock is willing to be retained by the Creditors' Committee as its counsel and will make appropriate applications to this Court pursuant to Bankruptcy Code sections 330 and 331 for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Case Management Order, and any other applicable order of the Court. Moritt Hock will bill at its standard hourly rates, which, on a firm-wide basis, currently are for 2020, as follows:

Billing Category	Range
Partners	\$495-\$715
Counsel Lawyers	\$365-\$660
Associate Lawyers	\$295-\$500
Paralegals	\$210-\$310

The names, positions and 2020 hourly rates of the Moritt Hock attorneys currently expected to have primary responsibility for providing services to the Creditors' Committee are as follows:

Attorney	Position/Department	Hourly Rate
James P. Chou	Partner/Litigation	\$595
Ted A. Berkowitz	Partner & General Counsel	\$675
Danielle J. Marlow	Partner/Litigation	\$550

19. The foregoing hourly rates are subject to periodic increase (typically in January of each year) in the normal course of Moritt Hock's business. From time to time, other attorneys and paralegals will assist in the representation of the Creditors' Committee in connection with these cases at Moritt Hock's standard hourly rates in effect for those personnel. The hourly rates set forth above are Moritt Hock's standard hourly rates for work of this nature. These rates are set at a level designated to compensate Moritt Hock fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Moritt Hock operates in a complicated, New York focused marketplace for legal

services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, reputation, the nature of the work involved and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, Moritt Hock's rates for certain individual attorneys may vary as a function of the type of matter, the nature of certain long-term client relationships, and various other factors, including those enumerated above.

20. It is Moritt Hock's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for working meals and computerized research. Moritt Hock will seek reimbursement for such expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, the General Order M-412 (Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010 (Gonzalez, C.J.)), and the Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (Morris, C.J.)), and any further orders of the Court for all professional services performed and expenses incurred.

21. No agreement exists, nor will any be made, to share any compensation received by Moritt Hock for its services with any other person or firm other than members of Moritt Hock.

22. For the reasons stated herein, Moritt Hock represents no interest adverse to the Debtors' individual creditors or the Creditors' Committee and, therefore, is capable of

fulfilling its duties to the Creditors' Committee and the unsecured creditors that the Creditors' Committee represents.

23. The foregoing constitutes the statement of Moritt Hock pursuant to Bankruptcy Code sections 328(a), 329, 504 and 1103(a), Bankruptcy Rules 2014(a) and 2016(b) and Local Rules 2014-1 and 2016-1.

Statement Regarding U.S. Trustee Guidelines

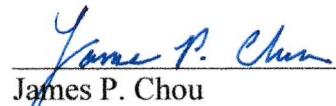
24. The Creditors' Committee and Moritt Hock intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with this Application and the interim and final fee applications to be filed by Moritt Hock in the course of its engagement. In doing so, however, the Creditors' Committee and Moritt Hock reserve all rights as to the relevance and substantive legal effect of the Revised UST Guidelines in respect of any application for employment or compensation in these cases that falls within the ambit of the Revised UST Guidelines.

25. The following is provided in response to the request for additional information set forth in Section D.1 of the Revised UST Guidelines.

- (a) Moritt Hock did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.
- (c) Moritt Hock did not represent any member of the Creditors' Committee in the Debtors' Chapter 11 Cases prior to its retention by the Creditors' Committee.
- (d) Moritt Hock expects to develop a budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which Moritt Hock reserves all rights.

(e) The Creditors' Committee has approved Moritt Hock's proposed hourly billing rates. The primary Moritt Hock attorneys staffed on the Debtors' Chapter 11 Cases, subject to modification depending upon further development, are set forth above in paragraph 18.

I declare under penalty of perjury that the foregoing is true and correct on this 31st day of March 2020.



James P. Chou

Schedule 1
SCHEDULE OF SEARCHED PARTIES

DEBTORS AND AFFILIATES

A&E Factory Service, LLC	ServiceLive, Inc.
A&E Home Delivery, LLC	SHC Desert Springs, LLC
A&E Lawn & Garden, LLC	SHC Licensed Business LLC
A&E Signature Service, LLC	SHC Promotions LLC
Big Beaver of Florida Development, LLC	SHOE, Inc.
BlueLight.com, Inc.	StarWest, LLC
California Builder Appliances, Inc.	STI Merchandising, Inc.
FBA Holdings, Inc.	SYW Relay LLC
Florida Building Appliances, Inc.	Troy Coolidge No. 13, LLC
Innoven Solutions, Inc.	Wally Labs LLC
KBL Holding Inc.	
KLC, Inc.	
Kmart Corporation	
Kmart Holding Corporation	
Kmart of Michigan, Inc.	
Kmart or Washington LLC	
Kmart Operations LLC	
Kmart Stores of Illinois LW	
Kmart Stores of Texas LLC	
Kmart.com LLC	
MaxServ, Inc.	
MyGofer LLC	
Private Brands, Ltd.	
Sears Brands Business Unit Corporation	
Sears Brands Management Corporation	
Sears Brands, L.L.C.	
Sears Buying Services, Inc.	
Sears Development Co.	
Sears Holdings Corporation	
Sears Holdings Management Corporation	
Sears Holdings Publishing Company, LLC	
Sears Home & Business Franchises, Inc.	
Sears Home Improvement Products, Inc.	
Sears Insurance Services, L.L.C.	
Sears Operations LLC	
Sears Procurement Services, Inc.	
Sears Protection Company	
Sears Protection Company (Florida), L.L.C.	
Sears Protection Company (PR) Inc.	
Sears Roebuck Acceptance Corp.	
Sears, Roebuck and Co.	
Sears, Roebuck de Puerto Rico, Inc.	

DEBTORS' TRADE NAMES AND ALIASES

A&E Factory Service	Kmart Apparel Service of Sunnyvale Corp.
Accents for Less	Kmart Enterprises, Inc.
American Siding & Deck, Inc.	Kmart Far East Limited
American Windows & Sash, Inc.	Kmart Financing I
Appliance Liquidators	Kmart Global Sourcing Ltd.
Austin Technology Center	Kmart Holding Company
Bath and Kitchen Elegance	Kmart Holdings, Inc.
Bath and Kitchen Elegance of the Desert	Kmart Lessee Operations, LLC
Big Beaver of Caguas Development	Kmart Management Corporation.
Corporation.	Kmart Michigan Property Services, L.L.C.
Big Beaver of Caguas Development	Kmart of Amsterdam, NY Distribution
Corporation II	Center, Inc.
Big Kmart	Kmart of Pennsylvania. LP
Big Kmart (#3680)	Kmart Pharmacies of Minnesota, Inc.
Central Wholesale Appliance Supply, Inc.	Kmart Pharmacies, Inc.
Chantell Marketing	Kmart Properties, Inc.
Circle of Beauty Inc.	Kmart Stores of Indiana, Inc.
Continental Carpet Cleaning, Inc.	Kmart Stores of TNCP, Inc.
Delver	KMI, Inc.
Delver.com	Koolvent Aluminum. Products, Inc.
Designer Depot	Kresge - Kmart Limited
Eblon Technologies India Private Limited	Little Caesars
Evoke Productions	Max Acquisition Delaware Inc.
FitStudio by Sears	McKids
Florida Builder Appliances, Inc.	McKidsThe Store
Garment Rack	McPhail's Appliances
HDC Holding Company of Delaware, Inc.	MetaScale Technologies India Private
HO. Tampa Development Co.	Limited
HO. Tvsongs Office Investment Co.	Monark
ILJ, Inc.	Monark Holdings Inc.
JAF, Inc.	Monark of California
KC Kelley Group	Monark Premium Appliance Co.
Kenmore Direct	Monark Premium Appliance Co. of Arizona
Kids Stockroom	Monark Premium Appliance Co. of
Kmart	California
Kmart Acquisition Corp.	MXSV, Inc.
Kmart Apparel Corp.	NTB - National Tire and Battery
Kmart Apparel Fashions Corp.	NTB-National Tire & Battery
Kmart Apparel Leasing Corp.	PMB, Inc.
Kmart Apparel. Service of Atlanta Corp.	Prairie Buck I, Inc.
Kmart Apparel Service of Des Plaines Corp.	Prairie Buck I I, Inc.

DEBTORS' TRADE NAMES AND ALIASES (Continued)

Print Procurement Company, LLC	Sears Protection Company Inc.
Print Production Company, LLC	Sears Protection Company, Inc.
Private Brands, Ltd.	Sears Technology Services LLC
Relay LLC.	Sears, Roebuck de Mexico. S.A. de C.V.
Relay LLC	Sears, Wishbook, Inc.
San Diego Appliance Sales	ServiceLive Direct
Sears	SHMC, Inc.
Sears #1284	Shop Your Way Local, LLC
Sears Acquisition Corp.	Shop Your Way Local, LLC
Sears Auto Center	shopyourway.com
Sears Auto Center #6582	Sourcing and Technical Services, Inc.
Sears Auto Centers	SRC O.P. LLC
Sears Carpet and Upholstery Care, Inc.	SRC Real Estate (TX), LLC
Sears Carpet and Upholstery Care, Inc.	Standards of Excellence
Sears Essentials	Standards of Excellence Outlet Store
Sears Grand	Super K.
Sears Grand. #1673	Super Kmart
Sears Holdings Management Corporation	SUPER KMART CENTER
Sears Home Appliance Showrooms	Super Kmart Center
Sears Home Improvement Products (South), Inc.	Texas Bluelight.com Inc.
Sears Home Services	The Annexx Restaurant
Sears Home & Life	The Great Indoors
Sears Lessee Operations, LLC	Tire Property Holding, Inc.
Sears Logistics Services	Tri-Valley Crossings
Sears Logistics Services, Inc.	Troy CMBS Property, L.L.C.
Sears Merchandise Group	Westar Kitchen & Bath LLC
Sears Merchandise Group, Inc.	Westar Kitchen and Bath
Sears New York Insurance Agency	Westar Kitchen and Bath, LLC
Sears New York. Insurance Agency	Western Bluelight.com LLC
Sears Oklahoma Insurance Agency	WestStar Kitchen and Bath
Sears Oklahoma Insurance Agency	WestStar Kitchen and Bath LLC

DISCOVERY TARGETS

Absolute Return Capital LLC	BNY Mellon Asset Management
AllianceBernstein LP	Citigroup Inc. Banking and Securities
AQR Capital Management LLC	Investments
AXA Equitable Funds Management Group LLC	CSS LLC
Barclays Bank PLC Securities Investments	Cyrus Capital Partners LP
Bank of Nova Scotia Banking Investments	D E Shaw & Co LP
BlackRock Inc.	Deutsche Bank Private Banking and Investment Banking Investments
Blackstone Group Inc.	Geode Capital Management LLC

Goldman Sachs Group Investment Banking and Securities Investments
GWL Investment Management Ltd.
Highland Capital Management LP
HSBC Global Asset Management (UK) Limited
Invesco Capital Management LLC
Legal & General Investment Management Limited
Lockheed Martin Corporation
Merrill Lynch & Co Inc. Banking Investments
Mizuho Asset Management Co Ltd.
Morgan Stanley Investment Banking and Brokerage Investments
Nomura Holdings Inc. Securities & Investment Arm
Och-Ziff Capital Management Group Inc.
Societe Generale Securities Investments
Sumitomo Mitsui Trust Asset Management Co Ltd.
Teachers Insurance and Annuity Association of America
Vanguard Group Inc.

Charles Schwab Investment Management Inc.
Commerzbank AG Asset Management Arm
Credit Suisse Asset Management (Switzerland)
Credit Suisse Investment Banking and Securities Investments
Norges Bank Investment Management
Sandell Asset Management Corp
Sandell Investment Services LLC
Swiss National Bank Asset Management Arm
The Bank of Nova Scotia Banking Investments
Wells Fargo & Company Private Banking and Investment Bank
UBS Asset Management
Comerica Bank Banking Investments
Mitsubishi UFJ Trust and Banking Corporation Asset Management
Royal Bank of Canada Banking & Securities Investments
Wolverine Asset Management LLC

OTHER AFFECTED PARTIES (DEFENDANTS IN THE ADVERSARY PROCEEDING)

Edward Scott "Eddie" Lampert
ESI Investments, Inc.
RBS Partners LP
CRK Partners LLC
SPE Master I LP
ESL Partners LP
SPE I Partners LP
RBS Investment Management LLC
ESL Institutional Partners LP
ESL Investors, LLC
JPP LLC
JPP II LLC
Jefferies LLC
Fairholme Funds, Inc.
Fairholme Capital Management, LLC
Cascade Investments, LLC
Cyrus Capital Partners, LP
Crescent 1, LP

Canary SC Fund, LP
CYR Fund, LP
CMH VI, LP
Cyrus Opportunities Master Fund II, Ltd.
CRS Master Fund, LP
Canary SC Master Fund, LP
Cyrus Select Opportunities Master Fund, Ltd.
Cyrus Special Strategies Master Fund, LP
Cyrus 1740 Master Fund, LP
Benefit Street 2018, LLC
Cesar L. Alvarez
Bruce R. Berkowitz
Paul G. Depodesta
Kunal S. Kamlani
William C. Kunkler III
Steven Mnuchin
Thomas J. Tisch

Ann N. Reese
Robert Schriesheim
Robert Riecker
Scott Huckins
Leena Munjal
Dave Rodney
Lawrence Meerschaert
Joseph Jordan
Seritage Growth Properties, Inc.
Seritage Growth Properties, LP

Seritage KMT Mezzanine Finance LLC
Seritage SRC Mezzanine Finance LLC
Seritage KMT Finance LLC
Seritage SRC Finance LLC
Seritage GS Holdings LLC
Seritage SPS Holdings LLC
Seritage MS Holdings LLC
Wolverine Asset Management LLC
Duff & Phelps, LLC
Cushman & Wakefield, Inc.

BANKRUPTCY PROFESSIONALS

Alvarez & Marsal North America, LLC
Barclays Capital
Deloitte & Touche LLP
Evercore Group L.L.C.
FTI Consulting, Inc.
Lazard Freres & Company
M-III Advisory Partners, LP
Milbank, Tweed, Hadley & McCloy LLP

Kramer Levin
Paul, Weiss, Rifkind, Wharton & Garrison
LLP
Prime Clerk LLC
Wachtell, Lipton, Rosen & Katz
Weil, Gotshal & Manges LLP
Quinn Emanuel Urquhart & Sullivan, LLP
Stroock & Stroock & Lavan LLP

BOARD OF DIRECTORS

Berkowitz, Bruce R
DePodesta, Paul G
Kamlani, Kunal S.
Kunkler, William C.

Lampert, Edward S.
Reese, Ann N.
Tisch, Thomas J

LENDERS

Ally Bank
Ally Commercial Finance LLC
Banco Popular de Puerto Rico
BNY Midwest Trust Company
Citibank (South Dakota), N.A.
Citibank N.A., Hong Kong Branch
Citibank, N.A.
Citigroup Financial Products Inc.
Citigroup Global Markets Inc.
Citizens Bank & Trust Company

Citizens Bank National Association
Citizens Business Capital, a division of
Citizens Asset Finance Inc.
Commercial International Bank (Egypt)
S.A.E.
Fifth Third Bank
General Electric Capital Corporation
HSBC Bank
ICBC
JP Morgan Chase Bank

JPP II, LLC
JPP, LLC
Key Bank
Merrill Lynch, Pierce, Fenner & Smith
Incorporated
Bancorpsouth Bank
Bank Leumi
Bank of America, N.A.
Och-Ziff Capital Structure Arbitrage, Master
Fund Ltd
Och-Ziff Holding Corporation
OZ Management LP
Popular Inc.
RBS Business Capital
RBS Citizens Bank N.A.
Regions Financial Corporation

Shenzhen Development Bank Co Ltd
Siemens Bank GmbH, London Branch
Siemens AG
Siemens Financial Services Inc.
SL Agent, LLC
Standard Chartered Bank
TD Bank, N.A.
Toronto Dominion Bank
U.S. Bank Trust National Association
UBS AG, Stamford Branch, LLC
UBS Capital Corporation
UBS Securities LLC
UPS Capital Corporation
Wells Fargo Bank, National Association
Wilmington Trust, N.A.

CONSOLIDATED LIST OF HOLDERS OF FIVE LARGEST SECURED CLAIMS

Bank of America, N.A.
Computershare Trust Company N.A.

JPP, LLC and JPP, II L.L.C C/O ESL
Investments, Inc. c/o ESL Investments, Inc.
Wells Fargo, National Association

TOP 40 UNSECURED CREDITORS

Active Media Services Inc.
Apex Tool International. LLC
Automotive Rentals Inc.
Black & Decker US Inc.
BST International Fashion Limited
Cardinal Health
Chamberlain manufacturing Corp.
City Choice Limited
Cleva Hong Kong Ltd.
Coyote
Deloitte & Touche LLP
Eastern Prime Textile Limited
Electrolux (Frigidaire Company)
Feroza Garments Ltd.
Hanesbrands Inc.
HK Greatstar Intl Co. Ltd.
Holdings Unsecured Notes (8.00%) c/o
Corporate Trust Office of the Trustee,
Computershare Trust Company, N.A.
Holdings Unsecured PIK Notes (8.00%) c/o
Computershare Trust Company, N.A.
Icon Health and Fitness Inc.

International Business Machine
Jordache Limited
Knights Apparel. Inc.
LG Electronics USA Inc.
Mien Co, Ltd.
MKK Enterprises Corp.
MTD Products Inc.
Paco (China) Garment Ltd,
Procter & Gamble Distributing
SITEL
SRAC Medium Term Notes c/o The Bank of
New York Mellon Trust Co.
SRAC Unsecured Notes c/o The Bank of
New York Mellon Trust Co.
SRAC Unsecured PIK Notes c/o The Bank
of New York Mellon Trust Co.
Tata Consultancy Services Ltd.
Thanh Cong Textile Garment Investment
Trading Joint Stock Company
The Pension Benefit Guaranty Corporation
TJ Tianxing Kesheng Leather Products Co
Ltd.

Weihai Liangjiao International Cooperation
Group
Whirlpool Corporation

WiniaDaewoo Electronics America
Winners Industry Company Limited

OFFICIAL COMMITTEE OF UNSECURED CREDITORS

Computershare Trust Co.
Apex Tool Group
Brixmor Property Group Inc.
Cruz, Oswaldo
The Bank of New York Mellon Trust
Simon Property
Vasiliou, Basil
Winiadaewoo Electronics America

**OFFICIAL COMMITTEE OF UNSECURED CREDITORS —
PROFESSIONALS**

FTI Consulting, Inc.
Akin Gump Strauss Hauer & Feld LLP

U.S. TRUSTEE'S OFFICE

Abriano, Victor (Bankruptcy Analyst)
Albeit, Susan (Trial Attorney)
Cassara, Amanda (Paralegal Bankruptcy)
Catapano, Maria (Paralegal Specialist)
Choy, Danny A. (Bankruptcy Analyst)
Harrington, William K. (U.S. Trustee)
Higgins, Benjamin J. (Honors Trial
Attorney)
Joseph, Nadkarni (Bankruptcy Analyst)
Masumoto, Brian S. (Trial Attorney)
Mendoza, Ercilia. A. (Legal Assistant
Bankruptcy/OA)
Moroney, Mary V. (Bankruptcy Analyst)
Morrissey, Richard C. (Trial Attorney)

Nakano, Serene (Trial Attorney)
Ng, Cheuk M. (Auditor Bankruptcy)
Riffkin, Linda A. (Assistant U.S.
Trustee)
Rodriguez, Ilusion (Paralegal Specialist)
Schwartz, Andrea B. (Trial Attorney)
Schwartzberg, Paul K. (Trial Attorney)
Scott, Shannon (Trial Attorney)
Sharp, Sylvester (Bankruptcy Analyst)
Velez-Rivera, Andy (Trial Attorney)
White, Clifford J. (Director U.S. Trustee
Program)
Zipes, Greg M. (Trial Attorney)

NEW YORK BANKRUPTCY JUDGES AND STAFF

Andino, Eddie (Chief Deputy)	Glenn, Martin (Judge)
Bernstein, Stuart M. (Judge)	Grossman, Robert E. (Judge)
Chapman, Shelley C. (Judge)	Lane, Sean H. (Judge)
Correa, Grimilda (Project/Team Leader)	Li, Dorothy (Courtroom
Daniele, Salvatore (Law Clerk)	Deputy)
DiSalvo, Rosemary (Law Clerk)	Morris, Cecelia G.(Judge)
Drain, Robert D. (Judge)	Song, Justin (Law Clerk)
Garrity, James L. (Judge)	Vyskocil, Mary Kay (Judge)
Genna, Vito (Clerk of Court)	Wiles, Michael E. (Judge)

**INDENTURE TRUSTEE AND ENTITIES RELATED TO THE ADMINISTRATION
OF NOTES**

Bank of America, N.A.	The Bank of New York Mellon Trust
BNY Midwest Trust Company	Company, N.A
Cede & Co.	The Chase Manhattan Bank, N.A.
Citibank, N.A.	Wells Fargo Bank, National
Computershare Inc.	Association
Computershare Trust Company, N.A.	Wilmington Trust, N.A.

CDS PARTICIPANTS

Omega Advisors, Inc.
Barclays Capital

Schedule 2

Schedule of Searched Parties and/or Certain Related Parties that Moritt Hock
Currently Represents, or in the Past Represented, in Matters
Unrelated to these Chapter 11 Cases

Current Representation

Cushman & Wakefield, Inc.
TD Bank, N.A.

Past Representation

Bank of New York Mellon Corporation
Barclays Capital Inc.
Och-Ziff Capital Management Group Inc.
Wells Fargo & Company